

## **EXHIBIT 49**

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

## OMB APPROVAL

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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>LADD ROBERT</b>		2. Issuer Name and Ticker or Trading Symbol <b>MGT CAPITAL INVESTMENTS INC [MGT]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, CEO, Interim CFO</b>			
(Last) (First) (Middle) <b>C/O MGT CAPITAL INVESTMENTS, INC., 500 MAMARONECK AVENUE, SUITE 320</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/25/2016</b>					
(Street) <b>HARRISON, NY 10528</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/25/2016		J <sup>(1)</sup>	465,171 D \$ 0	157,300	I	REF <sup>(2)</sup>
Common Stock	05/25/2016		S	157,300 D \$ 2.44	0	I	REF <sup>(2)</sup>
Common Stock	05/26/2016		A	300,000 A <sup>(3)</sup>	573,603	D	
Common Stock	05/31/2016		S	33,603 D \$ 2.53	540,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LADD ROBERT C/O MGT CAPITAL INVESTMENTS, INC. 500 MAMARONECK AVENUE, SUITE 320 HARRISON, NY 10528	X		President, CEO, Interim CFO	

**Signatures**/s/ Robert Ladd05/31/2016

--Signature of Reporting Person

Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Laddcap Value made a pro rata distribution for no consideration of an aggregate of 465,171 shares of Common Stock of the Issuer to its limited partners on May 25, 2016.  
Indirectly owned by Laddcap Value Partners III LLC ("Laddcap Value"). Mr. Ladd serves as Managing Member of Laddcap Value. Mr. Ladd, by virtue of his status
- (2) as Managing Member of Laddcap Value may be deemed to beneficially own the securities held by Laddcap Value. Mr. Ladd hereby disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The securities were acquired through a grant pursuant to MGT's Amended and Restated 2012 Stock Incentive Plan. The restricted stock vests over 24 months with 33% vesting on each of June 1, 2017, December 1, 2017 and June 1, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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